

CONSOLIDATED TOMOKA LAND CO  
Form 8-K  
October 26, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 24, 2007

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**Consolidated-Tomoka Land Co.**

(Exact name of registrant as specified in its charter)

**Florida**

(State or other jurisdiction of  
incorporation)

**0-5556**

(Commission File Number)

**59-0483700**

(IRS Employer Identification No.)

**1530 Cornerstone Boulevard,  
Suite 100**

**Daytona Beach, Florida**

(Address of principal executive  
offices)

**32117**

(Zip Code)

Registrant's telephone number, including area code: **(386) 274-2202**

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**ITEM 5.03**                                **Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On October 24, 2007, the Board of Directors of Consolidated-Tomoka Land Co. (the "Company") amended Section 5.1 to the Company's bylaws, effective immediately, to allow for the issuance of uncertificated shares. By allowing the issuance of uncertificated shares, the Company may participate in the Direct Registration System. The Direct Registration System allows investors to have securities registered in their names without the issuance of physical certificates and allows investors to electronically transfer securities to broker-dealers in order to effect transactions without the risks and delays associated with transferring physical certificates.

The Amended and Restated Bylaws of the Company are filed as an exhibit to this Current Report on Form 8-K and incorporated herein by reference.

**ITEM 9.01**                                **Financial Statements and Exhibits**

**(d) Exhibits**

Exhibit 3.2                                Amended and Restated Bylaws of Consolidated-Tomoka Land Co., as amended October 24, 2007.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 24, 2007

**Consolidated-Tomoka Land Co.**

By: /s/ William H. McMunn  
William H. McMunn, President and Chief Executive  
Officer